

IN THE UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION

IN RE:)
) Case No. 09-11212
OPTIMA UNIVERSITY, LLC) Chapter 11
) Judge: G. Harvey Boswell
Debtor)

**APPLICATION TO APPROVE EMPLOYMENT OF LEFKOVITZ & KERNEY,
PLLC, AS COUNSEL FOR DEBTOR-IN-POSSESSION**

The Applicant represents as follows:

1. The Applicant filed a petition for relief under Chapter 11 on March 23, 2009.
2. The Debtor is in the business of providing educational services and seeks to reorganize to continue to provide educational services.
2. The Applicant, as Debtor-in-Possession, is currently not represented by an attorney in this case and wishes to employ Steven L. Lefkovitz and Christopher M Kerney, the law firm of Lefkovitz & Kerney, PLLC of 5050 Poplar Avenue, Suite 2418, Memphis Tennessee 38157, as the attorney for the Debtor-in-Possession in this Chapter 11 proceeding.
3. The Applicant proposes to employ the above-named attorney and law firm for the following purposes;
 - a. to advise the Applicant as to its rights, duties and powers as Debtor-in-Possession.
 - b. to prepare and file the statements, schedules, plans, and other documents and pleading necessary to be filed by the Applicant in this proceeding.
 - c. to represent the Applicant at all hearings, meetings of creditors, conferences, trials and any other proceedings in this case; and
 - d. to perform such other legal services as may be necessary in connection with this case.

4. The Applicant has made careful and diligent inquiries and is satisfied that the above-named attorney and law firm are qualified and competent to represent the Applicant as Debtor-in-Possession in this proceeding for the following reasons:

- a. the attorney, on behalf of the Applicant, has prepared and filed the petition and related documents initiating this Chapter 11 proceeding; and
- b. the attorney is admitted to practice before this Court, and is experienced in bankruptcy practice and Chapter 11 bankruptcy proceedings.

5. The Applicant has entered into a written employment agreement with the above-named attorney and law firm dated March 23, 2009, with respect to the services to be performed by said attorney and the compensations to be paid to the attorney for such services. A copy of the verification is attached to this application and the Applicant proposes to compensate the attorney at the rate set forth in this agreement, subject to the approval of the court after the rendering of such services.

6. The Applicant is informed and believes that the above-named attorney and law firm have no connection with the Debtor, Creditors, or any other Party-of-Interest, or its respective Attorneys or Accountants. The Applicant is informed and believes that the above-named attorney and law firm do not hold or represent an interest adverse to the estate with respect to the matters on which they are employed, and that the employment of the above-named attorney and law firm is in the best interests of the debtor.

I declare under penalty or perjury under the laws of the United States of America that the foregoing is true and correct.

Respectfully submitted,

LEFKOVITZ & KERNEY, PLLC

/s/ Steven L. Lefkovitz

Steven L. Lefkovitz, No. 05953
Christopher M. Kerney, No. 20819
Attorney for Debtor-in-Possession
5050 Poplar Avenue, Suite 2418
Memphis, TN 38157
Phone (901) 523-9190
Fax (615) 255-4516
email: slevkovitz@lefkovitz.com

CERTIFICATE OF SERVICE

I hereby certify that I have sent a true and exact copy of the foregoing to the U.S. Trustee, 200 Jefferson Avenue, Suite 400, Memphis Tennessee 38157; to the Debtor, all Creditors listed on the Matrix by U.S. Mail or CM/ECF Electronic Filing, postage pre-paid, on this the 24th day of March, 2009

/s/ Steven L. Lefkovitz
Steven L. Lefkovitz
Christopher M. Kerney